



CHISEL Housing
Minutes of Annual General Meeting
Monday 29 July 2024 - 18:00
Online

Shareholder Member Attendees		
Louise Owen	LO	Chair
Michaela Clare	MC	Independent Shareholder
Kathleen Brunning	KB	Independent Shareholder
Melisa Chester	MCh	Independent Shareholder
John Clark	JC	Independent Shareholder
Fiona Jamieson	FJ	Independent Shareholder
Matthew Robinson	MR	Independent Shareholder
Fiona Satiro	FS	Independent Shareholder
Andrew Watson	AW	Independent Shareholder
Octavia Williams	OW	Independent Shareholder
Imogen Slater	IS	Shareholder
Vic Sievey	VSi	Shareholder
Stef Townsend	ST	Shareholder
Barbara Reggio	BR	Shareholder
Gordon Pike	GP	Shareholder
Mike West	MW	Shareholder
Keith Robers	KR	Shareholder
Jo van de Meer	JvdM	Shareholder
Irene Stewart	IS	Shareholder
Iris Garrelfs	IG	Shareholder
Roxborough Self-build, represented by Jennifer Wilson	W	Corporate Shareholder
Officers		
Miles Lanham	ML	Chief Executive
Dean Slater	DS	Head of Property Services
Chanise Vassell	CV	Repairs and Compliance Officer
Pamela David	PD	Head of Operations
Jordan Josephs	JJ	Neighbourhood Manager
Neil Giles	NG	Neighbourhood Manager

Also in Attendance		
Daniel Wheatly	DW	Azets
Blase Lambert	BL	Federation of Cooperative Housing
Freya Field-Donovan	FFD	Minute Taker
Apologies		
Colin Caines	CC	Shareholder
Gerry Millar	GM	Shareholder
Leo Stevens	LS	Shareholder
Karen Casswell	KC	Shareholder
Brian Dalton	BD	Shareholder
David Eatwell	DE	Independent Shareholder
Scott Hyde	SH	Independent Shareholder
Meeting commenced at 18:09		
POINT	ITEM	
00	Introductions, Apologies and Declarations of Interest	
	<p>Chair Welcomed attendees and offers a special welcome to Roxborough Self-Builders who have been able to attend as the meeting is online.</p> <p>Also, Daniel Wheatly from Azets Accounts, Blase Lambert from the Confederation of Co-operative Housing, Fiona Satiro HR consultant and CHISEL's officers.</p> <p>Apologies noted from Colin Caines, Gerry Millar, Leo Stevens, Karen Casswell, Brian Dalton, David Eatwell, Scott Hyde.</p> <p>Chair asks for any declarations of interest.</p> <p>No interests declared.</p>	
01	Minutes of the AGM dated 28th September 2023	
	<p>Chair The pack is considered as read by shareholders. As in previous years any matters arising will be addressed during this meeting.</p> <p>The following corrections from the last AGM minutes dates 28th September 2023:</p> <ol style="list-style-type: none"> 1. Duplications in attendance and apologies to be corrected. Keith Roberts - Karen Casswell, Mike West, Imogen Slater were in attendance. 2. Page 2 Item 3, paragraph 3.1 should read – as he had received the accounts (not minutes) 3. Page 2 Item 3 paragraph 3.4 spelling of abstain 	

	<p>Other corrections from attendees invited:</p> <ul style="list-style-type: none"> • IG noted that her name needed to be added to apologies. • JC confirmed he also sent his apologies which needed to be noted. <p>Minutes approved with corrections as outlined.</p>
02	Chair's Report (verbal)
	<p>Chair's report:</p> <p>Proud to be at AGM as the Chair of CHISEL completing this fifth year leading the organisation from May 2019 through a variety of challenges.</p> <ul style="list-style-type: none"> • Since the AGM in September last year, CHISEL has achieved much of the backlog of work that Carmen White, ex CEO, reported was in the pipeline. • The commitment that Carmen White our outgoing CEO had put into reshaping CHISEL through 2021 to 2023, has enabled Miles Lanham current CEO to begin a more strategic management of the organisation. • The Board now has a strong governance framework, a robust succession plan and with 50% increase in new skilled and experienced members has been able to develop over this last year the purposeful, efficient and productive meeting regime. • It was an aspiration of the Board in 2017 to hold the AGM in the summer as soon after the accounts had been audited as possible. This was achieved in 2018 but not again until now. • Pleased that CHISEL business management is now in a position to hold our AGM in July which enables the organisation to plan business meetings efficiently for the rest of the year. • Also to change the rules that CHISEL operates under in Agenda item 7.
03	CEO and Company Secretary's Report
	<p>ML Now been in post for 7 months full-time, and that the AGM is a good opportunity to pause and reflect.</p> <ul style="list-style-type: none"> • The business plan and long-term financial forecasting will be provided once correct data sets collected

- CHISEL is currently in the middle of largest one-off data collection plan it has ever undertaken: a full non-cloned stock condition survey, x2 customer satisfaction surveys and a full valuation.
- CHISEL will seek financing to complete all the investment works that are needed on the housing stock.
- In the meantime, £359,000 has already been spent on enhanced compliance, damp and mould and repairs.

CHISEL's revised mission is to *create a modern organisation that provides decent homes that all residents will be proud of*. It will deliver these with the following 4 strategic objectives:

1. CHISEL will have a simple and transparent process, be financially stable and fully compliant demonstrating good value for money.

- All payroll and finance are now being delivered externally by Azets, meaning CHISEL now has access to the most up-to-date software.
- Making savings in the back office mean that CHISEL has been able to invest in the front line, resident facing staff, like the first dedicated Housing Officer in Brighton.
- An early priority of the new CEO has also led on creating new income streams for the organisation, like the supported housing in Brighton

2. CHISEL will celebrate, have pride in, and learn from its history, by building a new generation of self-builders.

- CHISEL is working with its existing partner co-ops, Dryads, Three Boroughs and Flamenco to ensure compliancy with new regulatory environment, and to renew the partnership working

3. CHISEL will develop meaningful and mutually beneficial relationships with stakeholders and the wider housing sector

- CHISEL has been working with local stakeholders and council to deliver the home that are relevant and needed. Brighton and Hove Council, the GLA and other local stakeholders have been actively and productively engaged.
- CHISEL have been keeping a profile in the housing sector, attending conference and focusing on efforts to end homelessness. The membership with the National Federation of Housing and G320 are renewed and CHISLE aims to be an active participant.

	<p>4. CHISEL aims to be a housing provider that puts residents front and centre of decisions making.</p> <ul style="list-style-type: none"> • CHISEL has made moves toward this by organising more organic resident engagement groups that meet online to allow for great participation that fits in with people's lives. <p>Questions – no questions or comments made.</p>
04	Audited Accounts
	<p>DW:</p> <ul style="list-style-type: none"> • There had been an improvement in capital works spending this year than last, £359,000 in total. These works were desperately needed to bring the housing stock up to modern standards. • Chisel's finances were being compiled on a system called Pyramid which is now struggling to keep up in the sector. Azets use a new system called Xero which is modern and compliant, allowing for more accurate and speedy management information like budget controls. This empowers staff and management. • There was a significant HMRC overpayment in the last accounts. A PAYE bill was paid twice, it has been confirmed that this will become a credit on CHISEL's account, reducing across 9-10 months until the credit redeemed. • The current financial year has a clear set of accounts. In previous years the financial information given to the auditors was very poor. • The auditors report notes improvement in governance and financial processes, limits, and security. • CHISEL is in a far more stable position with regards to its finances and relationship to its managing agents now than in previous years. <p>Questions</p> <p>FJ Why is the surplus lower than last year</p> <p>DW More has been spent on housing stock and an overspend on consultants supporting the former CEO</p> <p>ML Consultants were used because there were times where there were no staff members at CHISEL and advice was needed on some poor-performing contractors and managing agents.</p>

	<p>AW noted that there have been historical issues with the properties, lack of inspection and investment, and welcomed the news of the stock condition and investment. Was CHISEL looking at government grant for roofs and enhanced insulation?</p> <p>ML explained that CHISEL is starting its retrofit journey which may allow for government grant to improve thermal performance and energy. Quality data would be critical for this</p> <p>JC What the timescale is stock condition survey?</p> <p>ML September. Data will need to be analysed and organised before any findings are reported.</p> <p>JC Will the HMRC overpayment happen again?</p> <p>DW There are now proper financial controls in place with approvals for spending and the books are balanced every month, which wasn't happening before. An authorisation hierarchy has been introduced.</p>
05	Appointment of Auditors
	<p>Chair: The Board understands that auditors should be changed regularly, every 6 years, but after discussions at the last Board meeting the Chair recommends that CHISEL have continuity and appoint Beever & Struthers again for the coming year.</p> <p>The Board recommends to the meeting that Shareholders approve the appointment of Beever & Struthers as CHISEL's auditors for 2024 to 2025.</p> <p>10 hands shown. The appointment of Beevers and Struthers as auditors is agreed by the shareholders.</p>
06	Election of the Board
	<p>Chair:</p> <p>CHISEL's current rules mean the election of new Board members takes place at the AGM. There is capacity for the Board to have 12 members. The current rules also state that a third of members must stand down each year and be re-elected.</p> <ul style="list-style-type: none"> The Board currently has 5 full members so 2 will stand down and be re-elected.

	<ul style="list-style-type: none"> • The Board also has 4 co-optees. recruited last year as independent members of the Board. 3 of the co-optees were made known to the AGM last year all four profile statements are in the AGM pack of papers. • The AGM is now electing the 4 co-optees and re-electing the 2 resident members (IG and Chair, who are the longest serving members). • Rules state if candidates for election do not exceed the number of places on the Board the candidates are duly elected to the Board. • Candidates Matt Robinson, Kate Brunning, Kerry Collins, Octavia Williamson, Iris Garrelfs and Louise Owen are duly elected to CHISEL Board. • Meeting votes to confirm those standing in their roles. 9 hands shown
07	Change of Rules
	<p>BL The proposed change of rules is a key step for CHISEL in terms of updating its governance by moving its governing documents in forms that are compliant.</p> <ul style="list-style-type: none"> • Currently CHISEL uses NHF model rules from 1998. These rules have reference to outdated laws and legal frameworks such as the Housing Corporation and the Friendly Societies legislation which haven't existed for some years. • 2014 Co-operative and Comminates Act is the most up to date legislation and NHF created a set of new model rules which are fit for purpose with regards of the new legal and regulatory framework. BL recommends that CHISEL adopt the NHF 2015 model rules which are fully compliant with the most up to date regulations. • BL observes that a lot of work has been done by the NHF and the new rules are approved by the Regulator of Social Housing and the FCA for Registered Providers. <p>The significant differences in the new rules compared to the 1998 version are as follows:</p> <ol style="list-style-type: none"> 1) Changes around shareholders 2) New financial rules that allow you to lend money to other organisations 3) Only need to have statutory provisions that the law requires for AGM 4) Moves communications into modern forms, text, telephone email and allowing Chisel to do meetings online 5) A new section relating to the appointment of nominees or death of a shareholder 6) Simplifies the function of the Board to link them to NHF Code of Governance

- 7) Reduces the number of missed meetings threshold for Board members from 4-3
- 8) Updates the Conflict of Interests
- 9) Simplifies the role of officers
- 10) Outlines new practices around conflict resolution.

Questions:

AW Are there any proposed rule amendments that are additional to the current NHF model rules? Are these available in a final draft form and have we had legal advice on those?

Chair: there are no rule amendments, and the proposition is to take the 2015 rules in their entirety.

BL Rules have been through NFH's lawyers and approved by the FCA so legally ratified.

IS Are any changes in the new rules that impact shareholders or members?

BL Main change to the shareholders is the removal of the capacity for people who either are no longer shareholders, residents or board members to remain members in perpetuity. He explains that this brings in line CHISEL's governing structure with the type of organisation that CHISEL is.

Chair: the Membership has been open since April 2022 to residents only. This will be reviewed if the new rules are adopted, and members will be informed in due course how this will work.

IS and IG support the membership being open to residents.

Chair (question) – is there an imbalance between shareholder residents and shareholder independents considering CHISEL's charitable status.

BL explains that CHISEL is governed by its Board not by its shareholders. If a minority stake for residents is required, then the relative voting priority could be weighted.

CHISEL is not primarily controlled at governance level by its beneficiaries but by its Board. Board composition in this way is more important than shareholding composition, and the rules allow residents to be Board members. But the most important point is that the organisation is controlled by people that have an economic stake in it not the people who *used* to have a stake in it.

JC As a founding member he is emotionally attached to the organisation. He does not have a financial stake but likes to receive the papers and ask some questions. JC doesn't see himself as a shareholder as having a different view from those who

	<p>are financially invested. JC adds that some people with knowledge of the organisation in the shareholders is a good idea.</p> <p>AW CHISEL was given no choice but to become charitable organisation to survive, but that the original ethos was cooperative. There are different types of charitable organisations, Industrial and Provident societies etc.</p> <p>Co-ops stray into being charities but only in terms of an organisation, but the co-op's principals are not compatible with having users as a minority. There is mixed legal advice that you can get on this, co-operative principals and organisations have an important role to play.</p> <p>BL Just because someone was a founding member doesn't give them a legal right to be a shareholder or to exercise governing authority through voting.</p> <p>The new rules do allow the Board at their discretion to allow people to remain in membership if there is a compelling reason to do so</p> <p>.</p> <p>AW Regarding the future of CHISEL - having used best models at the time these have largely been inappropriate. NHF rules are not co-op rules which would better reflect the spirit of CHISEL with a business plan focussing on co-operation.</p> <p>BL The new government may create a bespoke form of co-operative tenure – CHISEL is operating outside of a co-operative model -but needs to be compliant with current legal and regulatory framework and the 2015 model rules provide this.</p> <p>Chair takes the motion to vote.</p> <p>17 votes for the change of rules. Carried unanimously.</p>
08	AOB
	<p>AW notes that with the recent change in government some have been working hard on the housing crisis. Co-ops are very disparate right now and need to come together to make a strong argument, especially around young and mobile people – who are heading to be the highest group of homeless in London.</p>
This concluded matters at 19:20	